

## Articles of Merger

Pursuant to the provisions of I.C. §30-1-1105, the undersigned corporations have adopted the following Articles of Merger for the purpose of combining the undersigned corporations:

1. Consolidated Insurance Agency, Inc. is an Idaho corporation organized and existing pursuant to the laws of the State of Idaho.
2. Speegle-Leavitt Insurance Agency, Inc., is an Idaho corporation organized and existing pursuant to the laws of the State of Idaho.
3. The attached plan of merger was approved by the stockholders of each of the undersigned corporations in the manner prescribed by I.C. §30-1-1103.
4. As to each of the undersigned corporations, the number of shares outstanding, and the total number of shares voting for and against the plan of merger, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Voted For</u>	<u>Voted Against</u>
Consolidated Insurance Agency, Inc.	100	100	0
Speegle-Leavitt Insurance Agency, Inc.	1,000	1,000	0

5. The manner of the adoption of the plan of merger and the vote by which it was adopted constitute full legal compliance with the provisions of I.C. §30-1-1103 and with the articles of corporation and bylaws of the undersigned corporations.

6. The effective date of the merger is August 1, 1999.

IN WITNESS WHEREOF, these Articles of Merger are executed by the President and Secretary of Consolidated Insurance Agency, Inc., and by the President and Secretary of Speegle-Leavitt Insurance Agency, Inc. on the dates set forth below.

Consolidated Insurance Agency, Inc.

  
Caylor J. Dole, President


Date: 11/3/00

IDAH0 SECRETARY OF STATE

11/09/2000 09:00  
CK: 2731 CT: 07756 BH: 359903

1 @ 30.00 = 30.00 MERGER # 2

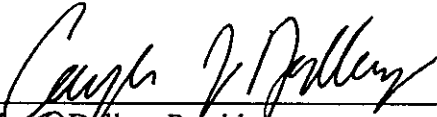
C 119382



Dane O. Leavitt, Secretary

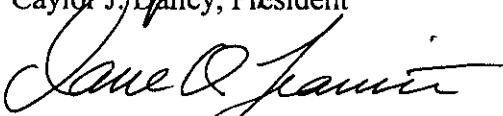
Date: 27 OCT 2000

Speegle-Leavitt Insurance Agency, Inc.



Caylor J. Dalley, President

Date: 11/3/00



Dane O. Leavitt, Secretary

Date: 27 OCT 2000

## PLAN OF MERGER

### Part A--The Parties.

This Plan of Merger (the "Plan"), effective August 1, 1999, involves the following Idaho corporations. Equity positions shown below are as of August 1, 1999. The persons and corporations listed below are hereinafter sometimes jointly referred to as the "Parties."

I. Consolidated Insurance Agency, Inc., an Idaho corporation which sells insurance and insurance-related products and services to the public, hereinafter referred to as "Consolidated"; and

II. Speegle-Leavitt Insurance Agency, Inc., an Idaho corporation which sells insurance and insurance-related products and services to the public, hereinafter referred to as "Speegle."

### Part B--Plan of Merger

The name of the subsidiary corporation to be merged is Consolidated. The surviving corporation is Speegle. Speegle owns one hundred percent (100%) of the shares of Consolidated. Upon the completion of the merger of the subsidiary corporation into the surviving corporation, the interests and equities represented by the one hundred (100) shares of the subsidiary's corporation stock shall be subsumed into and evidenced by the existing one thousand (1,000) shares of the surviving corporation.

### Part C--Outstanding Shares of Subsidiary Corporation

The only shares of Consolidated which are issued, authorized or outstanding are one hundred (100) shares of common stock. All one hundred (100) shares of such stock are owned by Speegle, and will be subsumed into and evidenced by the existing one thousand (1000) shares of the surviving corporation.

**Minutes of the  
Joint Shareholders' and Directors' Meeting  
of  
Speegle-Leavitt Insurance Agency, Inc.,  
an Idaho Corporation  
August 1, 1999**

On August 1, 1999, a joint meeting of the Shareholders and Directors of Speegle-Leavitt Insurance Agency, Inc., was held in Boise, Idaho. Participating in the meeting, or by signing these minutes ratifying the actions taken at the meeting, were all of the shareholders, namely: Dane O. Leavitt, acting in his capacity as President of Leavitt Group Enterprises, Inc., a Nevada corporation which owns sixty percent (60%) of the issued and outstanding shares of Speegle-Leavitt Insurance Agency, Inc.; and Dwayne A. Speegle, the owner of the remaining forty percent (40%) of the issued and outstanding shares of Speegle-Leavitt Insurance Agency, Inc.

Also present at and participating in the meeting, or by signing these minutes ratifying the actions taken at the meeting, were the following individuals, each a Director of Speegle-Leavitt Insurance Agency, Inc.: Dane O. Leavitt, Caylor J. Dalley, and Dwayne A. Speegle.

At this joint meeting of the Shareholders and Directors, the following Resolutions were adopted by the unanimous vote of the indicated bodies:


**DIRECTORS' RESOLUTION 99-01:** The Board of Directors of Speegle-Leavitt Insurance Agency, Inc. hereby recommends that the Plan of Merger, which is attached hereto and incorporated herein by reference, be approved and accepted by the shareholders of Speegle-Leavitt Insurance Agency, Inc.

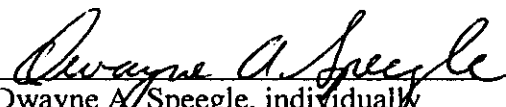
**DIRECTORS' RESOLUTION 99-02:** By signing these Minutes, all of the directors of this corporation waive notice of this Directors' Meeting.


**SHAREHOLDERS' RESOLUTION 99-01:** The Plan of Merger, which is attached hereto and incorporated herein by reference, is approved and accepted.

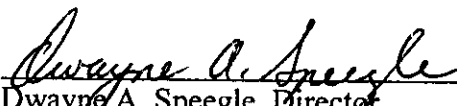
**SHAREHOLDERS' RESOLUTION 99-02:** By signing these Minutes, all of the shareholders of this corporation waive notice of this Shareholders' Meeting.

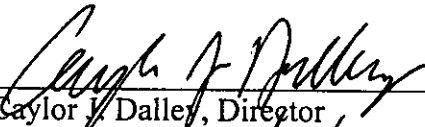
Executed by the undersigned on the dates indicated below.

  
\_\_\_\_\_  
Dane O. Leavitt, President of Leavitt Group  
Enterprises, Inc., a Nevada corporation  
Date signed: 27 Oct 2000

  
\_\_\_\_\_  
Dwayne A. Speegle, individually  
Date signed: 11/6/00

  
Dane O. Leavitt, Director  
Date signed: 27 Oct 2000

  
Dwayne A. Speegle, Director  
Date Signed: 11/6/00

  
Caylor J. Dalley, Director  
Date signed: 11/3/00

## PLAN OF MERGER

### Part A--The Parties.

This Plan of Merger (the "Plan"), effective August 1, 1999, involves the following Idaho corporations. Equity positions shown below are as of August 1, 1999. The persons and corporations listed below are hereinafter sometimes jointly referred to as the "Parties."

I. Consolidated Insurance Agency, Inc., an Idaho corporation which sells insurance and insurance-related products and services to the public, hereinafter referred to as "Consolidated"; and

II. Speegle-Leavitt Insurance Agency, Inc., an Idaho corporation which sells insurance and insurance-related products and services to the public, hereinafter referred to as "Speegle."

### Part B--Plan of Merger

The name of the subsidiary corporation to be merged is Consolidated. The surviving corporation is Speegle. Speegle owns one hundred percent (100%) of the shares of Consolidated. Upon the completion of the merger of the subsidiary corporation into the surviving corporation, the interests and equities represented by the one hundred (100) shares of the subsidiary's corporation stock shall be subsumed into and evidenced by the existing one thousand (1,000) shares of the surviving corporation.

### Part C--Outstanding Shares of Subsidiary Corporation

The only shares of Consolidated which are issued, authorized or outstanding are one hundred (100) shares of common stock. All one hundred (100) shares of such stock are owned by Speegle, and will be subsumed into and evidenced by the existing one thousand (1000) shares of the surviving corporation.

**Minutes of the  
Joint Shareholders' and Directors' Meeting  
of  
Consolidated Insurance Agency, Inc.,  
an Idaho Corporation  
August 1, 1999**

On August 1, 1999, a joint meeting of the Shareholders and Directors of Consolidated Insurance Agency, Inc., was held in Boise, Idaho. Participating in the meeting, or by signing these minutes ratifying the actions taken at the meeting, were all of the shareholders, namely: Caylor J. Dalley, acting in his capacity as President of Speegle-Leavitt Insurance Agency, Inc., an Idaho corporation, the holder of one hundred percent (100%) of the issued and outstanding shares of Consolidated Insurance Agency, Inc.

Also present at and participating in the meeting, or by signing these minutes ratifying the actions taken at the meeting, were the following individuals, each a Director of Consolidated Insurance Agency, Inc.: Dane O. Leavitt, Caylor J. Dalley, and Dwayne A. Speegle.

At this joint meeting of the Shareholders and Directors, the following Resolutions were adopted by the unanimous vote of the indicated bodies:

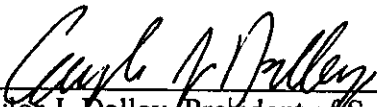
**DIRECTORS' RESOLUTION 99-01:** The Board of Directors of Consolidated Insurance Agency, Inc. hereby recommends that the Plan of Merger, which is attached hereto and incorporated herein by reference, be approved and accepted by the shareholders of Consolidated Insurance Agency, Inc.


**DIRECTORS' RESOLUTION 99-02:** By signing these Minutes, all of the directors of this corporation waive notice of this Directors' Meeting.

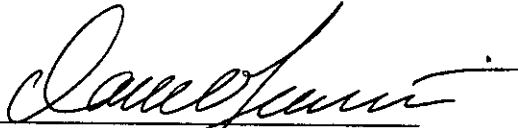
**SHAREHOLDERS' RESOLUTION 99-03:** The Plan of Merger, which is attached hereto and incorporated herein by reference, is approved and accepted.

**SHAREHOLDERS' RESOLUTION 99-04:** By signing these Minutes, all of the shareholders of this corporation waive notice of this Shareholders' Meeting.

Executed by the undersigned on the dates indicated below.

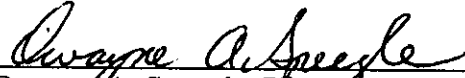
  
Caylor J. Dalley, President of Speegle-Leavitt  
Insurance Agency, Inc., an Idaho corporation  
Date signed: 11/3/00

  
Caylor J. Dalley, Director  
Date signed: 11/3/00



Dane O. Leavitt, Director

Date signed: 27 Oct 2000



Dwayne A. Speegle, Director

Date Signed: 11/6/00